

# Exhibit C

**Amendment No. 1 to  
WorldCat Data and Licensing Agreement**

This Amendment No. 1 (the “First Amendment”) is entered into by and between OCLC, Inc. (“OCLC”) and Baker & Taylor, LLC (“B&T”) as of January 1, 2019 (the “First Amendment Effective Date”), and amends the WorldCat Data and Licensing Agreement (the “Agreement”), effective January 1, 2019, between OCLC and B&T. Capitalized terms used but not defined herein shall have the meanings set forth in Agreement.

OCLC and B&T hereby agree to amend the Agreement as follows:

**Section IV. PAYMENTS AND FEES is updated as follows:**

Subsections A and B are replaced in entirety with:

- A. For the period beginning January 1, 2019, and ending on December 31, 2019, the fee for the license granted hereby (the “Fee”) shall be \$45,000; and
- B. For the period beginning January 1, 2020, and ending on December 31, 2020, the Fee shall be \$45,000.

**Schedule 1 Section B. Term for WorldCat Record Licensing is updated as follows:**

Section B is replaced in its entirety with:


B. Term for WorldCat Record Licensing:

- Year 1: January 1, 2019 – December 31, 2019
- Year 2: January 1, 2020 – December 31, 2020


To the extent the provisions of this First Amendment conflict with the provisions of the Agreement, the provisions of this First Amendment shall control. Subject to the provisions of this First Amendment, the parties hereby acknowledge and agree that the Agreement remains in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, this First Amendment has been executed by the duly authorized representatives of both parties.

**BAKER & TAYLOR, LLC**

Signature:   
Name: Amandeep S. Kochar  
Title: Executive Vice President  
Date: November 20, 2019

**OCLC, INC.**

Signature:   
Name: William Nilges  
Title: Vice President  
Date: November 19, 2019

